

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of **Delaware**

 (State)

Case number (if known): _____ Chapter **11**
☐ Check if this is an amended filing
Official Form 201**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name**Independent Pet Partners Holdings, LLC****2. All other names debtor used in the last 8 years****Cold Nose Holdings, LLC**

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN)**8 2 - 1 9 7 5 9 1 3****4. Debtor's address****Principal place of business****8450 City Centre Drive**

Number Street

Woodbury

City

Minnesota 55125

State ZIP Code

Washington

County

Mailing address, if different from principal place of business

Number Street

P.O. Box

City

State

ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City

State

ZIP Code

5. Debtor's website (URL)**(none)**

Debtor	Independent Pet Partners Holdings, LLC	Case number (if known) _____
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____	
7. Describe debtor's business	<p>A. <i>Check one:</i></p> <input type="checkbox"/> Health Care Business (as defined in 11 U.S.C. § 101(27A)) <input type="checkbox"/> Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B)) <input type="checkbox"/> Railroad (as defined in 11 U.S.C. § 101(44)) <input type="checkbox"/> Stockbroker (as defined in 11 U.S.C. § 101(53A)) <input type="checkbox"/> Commodity Broker (as defined in 11 U.S.C. § 101(6)) <input type="checkbox"/> Clearing Bank (as defined in 11 U.S.C. § 781(3)) <input checked="" type="checkbox"/> None of the above	
	<p>B. <i>Check all that apply:</i></p> <input type="checkbox"/> Tax-exempt entity (as described in 26 U.S.C. § 501) <input type="checkbox"/> Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3) <input type="checkbox"/> Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))	
	<p>C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.uscourts.gov/four-digit-national-association-naics-codes.</p> <p style="text-align: center;">_ 4 _ 5 _ 3 _ 9 _</p>	
8. Under which chapter of the Bankruptcy Code is the debtor filing? <p>A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.</p>	<p><i>Check one:</i></p> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11. <i>Check all that apply:</i>	
	<input type="checkbox"/> The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).	
	<input type="checkbox"/> The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).	
	<input type="checkbox"/> A plan is being filed with this petition.	
	<input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).	
	<input type="checkbox"/> The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the <i>Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11</i> (Official Form 201A) with this form.	
	<input type="checkbox"/> The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.	
	<input type="checkbox"/> Chapter 12	

Debtor	Independent Pet Partners Holdings, LLC	Case number (if known) _____
Name _____		

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list. District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor **See attached Schedule 1** Relationship **Affiliate**

District _____ When _____
MM / DD / YYYY

List all cases. If more than 1, attach a separate list. Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? *(Check all that apply.)*

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Debtor **Independent Pet Partners Holdings, LLC**

Name

Case number (if known)

13. Debtor's estimation of available funds (on a consolidated basis)

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)

- ☐ 1-49 ☐ 1,000-5,000 ☐ 25,001-50,000
- ☐ 50-99 ☐ 5,001-10,000 ☐ 50,001-100,000
- ☐ 100-199 ☐ 10,001-25,000 ☐ More than 100,000
- ☒ 200-999

15. Estimated assets (on a consolidated basis)

- ☐ \$0-\$50,000 ☐ \$1,000,001-\$10 million ☐ \$500,000,001-\$1 billion
- ☐ \$50,001-\$100,000 ☐ \$10,000,001-\$50 million ☐ \$1,000,000,001-\$10 billion
- ☐ \$100,001-\$500,000 ☐ \$50,000,001-\$100 million ☐ \$10,000,000,001-\$50 billion
- ☐ \$500,001-\$1 million ☒ \$100,000,001-\$500 million ☐ More than \$50 billion

16. Estimated liabilities (on a consolidated basis)

- ☐ \$0-\$50,000 ☐ \$1,000,001-\$10 million ☐ \$500,000,001-\$1 billion
- ☐ \$50,001-\$100,000 ☐ \$10,000,001-\$50 million ☐ \$1,000,000,001-\$10 billion
- ☐ \$100,001-\$500,000 ☐ \$50,000,001-\$100 million ☐ \$10,000,000,001-\$50 billion
- ☐ \$500,001-\$1 million ☒ \$100,000,001-\$500 million ☐ More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **02/05/2023**
MM / DD / YYYY


X /s/ **Stephen Coulombe**

Signature of authorized representative of debtor

Title **Co-Chief Restructuring Officer**

Stephen Coulombe

Printed name

Debtor	Independent Pet Partners Holdings, LLC	Case number (if known) _____
18. Signature of attorney	 /s/ Andrew L. Magaziner _____ Signature of attorney for debtor	Date 02/05/2023 _____ MM / DD / YYYY
Andrew L. Magaziner _____ Printed name		
Young Conaway Stargatt & Taylor, LLP _____ Firm name		
Rodney Square, 1000 North King Street _____ Number Street		
Wilmington _____ City		
(302) 571-6600 _____ Contact phone		
Delaware 19801 _____ State ZIP Code		
amagaziner@ycst.com _____ Email address		
No. 5426 Delaware _____ Bar number State		

Schedule 1**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case, collectively, the “Debtors”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware. The Debtors have filed a motion requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered under the number assigned to the chapter 11 case of Independent Pet Partners Holdings, LLC.

Independent Pet Partners Holdings, LLC
Independent Pet Partners Intermediate Holdings I, LLC
Independent Pet Partners Intermediate Holdings II, LLC
Independent Pet Partners Employer Holdings, LLC
Independent Pet Partners Employer, LLC
Independent Pet Partners Intermediate Holdings, LLC
IPP – Stores, LLC
IPP Stores Employer, LLC
Especially for Pets, LLC
Pet Life, LLC
Whole Pet Central, LLC
Natural Pawz, LLC
Pet Source, LLC

**INDEPENDENT PET PARTNERS HOLDINGS, LLC
INDEPENDENT PET PARTNERS INTERMEDIATE HOLDINGS I, LLC
INDEPENDENT PET PARTNERS INTERMEDIATE HOLDINGS II, LLC
INDEPENDENT PET PARTNERS INTERMEDIATE HOLDINGS, LLC
IPP - STORES, LLC
PET LIFE, LLC
ESPECIALLY FOR PETS, LLC
WHOLE PET CENTRAL, LLC
NATURAL PAWZ, LLC
PET SOURCE, LLC
IPP STORES EMPLOYER, LLC
INDEPENDENT PET PARTNERS EMPLOYER HOLDINGS, LLC
INDEPENDENT PET PARTNERS EMPLOYER, LLC**

OMNIBUS WRITTEN CONSENT

February 5, 2023

The undersigned, being all of the members of the independent committee of the board of managers or members of the boards of managers, or the managing member, as applicable (each, a “Governing Body”), of each entity set forth above (each, a “Company,” and, collectively, the “Companies”), hereby take the following actions and adopt the following resolutions by written consent (these “Resolutions”) pursuant to such company’s limited liability company agreement and the Delaware Limited Liability Company Act, as amended:

WHEREAS, on February 3, 2023, the Board of Managers (“IPP Board”) of Independent Pet Partners Holdings, LLC (“IPP”): (i) formed an independent committee of the IPP Board (the “Independent Committee”); (ii) appointed Jill Frizzley as the sole member of the Independent Committee; and (iii) delegated to the Independent Committee the authority to, on behalf of the IPP Board, and as the Independent Committee deems appropriate or desirable in its discretion, among other things, adopt these Resolutions on behalf of the IPP Board and bind IPP;

WHEREAS, the Governing Body of each Company has reviewed the materials presented by, or on behalf of, such Company’s management (such Company’s “Management”) and its financial, legal, and other advisors (collectively, such Company’s “Advisors”), including, but not limited to, materials regarding the liabilities, obligations, and liquidity of such Company, the strategic alternatives available to such Company, and the impact of the foregoing on such Company’s business and the business of such Company’s affiliates;

WHEREAS, the Governing Body of each Company has had adequate opportunity to consult with its Management and Advisors regarding the materials presented, to obtain additional information and to fully consider each of the strategic alternatives available to such Company;

WHEREAS, the Governing Body of each Company, after consultation with its Management and its Advisors, has determined that it is in the best interests of such Company to conduct a sale process pursuant to section 363 of chapter 11 of title 11 of the United States Code, §§ 101-1532, *et seq.* (the “Bankruptcy Code”) and to sell certain of its assets to one or more potential bidders (the “Sale Transaction”);

WHEREAS, after reviewing indications of interest submitted by interested bidders, the Governing Body of each Company, with the assistance of the such Company's Advisors, reviewed and negotiated an asset purchase agreement (as amended, modified, or supplemented, the "Stalking Horse APA") with IPP Buyer Acquisition, LLC, a Delaware limited liability company (the "Stalking Horse Bidder"), to purchase 66 of the Companies' stores (collectively, the "Go-Forward Stores") and certain of the Companies' assets required to run the Go-Forward Stores, including, among other things, the Go-Forward Stores' leases, inventory, accounts receivable, intellectual property, customer programs, and tangible personal property (collectively with the Go-Forward Stores, the "Go-Forward Business");

WHEREAS, the Governing Body of each Company has determined that the Stalking Horse APA is fair and reasonable and will not discourage competitive bidding in connection with the Sale Transaction; and

WHEREAS, the Companies have previously been granted authority to enter into a consulting agreement (the "Consulting Agreement"), and have entered into the Consulting Agreement, with B. Riley Retail Solutions, LLC ("B. Riley"), to represent and assist the Companies in conducting store closure sales (the "Store Closing Sales") at the Companies' stores that are not part of the Go-Forward Business (collectively, the "Closing Stores"); and

WHEREAS, the Governing Body of each Company has determined, in the judgement of such Governing Body, that the following resolutions, as applicable, are advisable and in the best interests of such Company, its interest holders, its subsidiaries (if any), its creditors, and other parties in interest.

Chapter 11 Cases

NOW, THEREFORE, IT IS HEREBY RESOLVED, that in the judgment of the Governing Body of each Company, it is desirable and in the best interests of each Company and its creditors, and other parties in interest, that such Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code, §§ 101-1532, *et seq.* (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

BE IT FURTHER RESOLVED, that Charlie Reeves and Steve Coulombe, in their respective capacities as Co-Chief Restructuring Officer (each a "Co-CRO"), and Julie Maday, in her capacity as Chief Executive Officer (the "Authorized Persons"), are authorized, empowered, and directed, in the name of and on behalf of each Company to execute, verify and file all petitions, schedules, lists, motions, applications, pleadings and other papers or documents as necessary to commence the case and obtain chapter 11 relief, including but not limited to motions to obtain the use of cash collateral and provide adequate protection therefore and to obtain debtor-in-possession financing, and to take, or cause to be taken, such other actions, as in the judgment of such Authorized Person shall be or become necessary, advisable, proper, or desirable in connection with each of the Company's chapter 11 cases, such Authorized Person's performance of any such act and his or her execution and delivery of any such document, agreement, or instrument to be conclusive evidence of the Authorized Person's approval thereof.

Debtor in Possession Financing

BE IT FURTHER RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized, empowered, and directed, in the name of and on behalf of each Company to enter into a senior secured, superpriority, priming debtor in possession credit facility pursuant to the terms of the *Senior Secured Superpriority Priming Debtor-in-Possession Credit Agreement*, containing the terms substantially consistent with those presented to the Board (the “DIP Credit Facility”), and negotiate, execute, and file any related motions, documents, or instruments, each on terms and conditions agreed to by each Company and the lenders and such other terms as are customary for similar debtor-in-possession facilities and to cause each Company to grant a security interest in substantially all of its assets in connection therewith, and to undertake any and all related transactions contemplated thereby.

Sale Process and Bidding Procedures Motion

BE IT FURTHER RESOLVED, that that the Authorized Persons be, and each of them hereby is, authorized, empowered, and directed, in the name of and on behalf of each Company, to (i) file a motion (the “Bidding Procedures Motion”) with the Bankruptcy Court to request, among other things, the Bankruptcy Court’s approval of (a) the Sale Transaction, (b) the continuation of a marketing and sale process in the chapter 11 cases for the Go-Forward Business and the Closing Stores (the “Sale Process”), and (c) the bidding procedures associated with the Sale Process, which are attached to the Bidding Procedures Motion (such bidding procedures, in the form approved by the Bankruptcy Court, the “Bidding Procedures”), including a request for approval of the reimbursement of the Stalking Horse Bidder’s expenses on the terms set forth in the Stalking Horse APA, (ii) execute and deliver the Stalking Horse APA, and (iii) commence and implement the Sale Process.

BE IT FURTHER RESOLVED, that the Authorized Persons, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each of them hereby is, authorized, empowered, and directed, in the name and on behalf of such Company, to take any and all other actions as they may deem necessary or advisable to implement the Sale Process as contemplated by the Bidding Procedures.

Retention of Advisors

BE IT FURTHER RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized, empowered, and directed, in the name of and on behalf of each Company, to employ the law firm of McDonald Hopkins LLC as general bankruptcy counsel to represent and advise the Companies in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance its rights and obligations, including filing any pleadings in connection with the chapter 11 cases; and in connection therewith, the Authorized Persons are hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 cases (and to replenish said retainers as necessary to maintain the same), and cause to be executed and filed an appropriate application with the bankruptcy court for authority to retain the services of McDonald Hopkins LLC.

BE IT FURTHER RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized, empowered, and directed, in the name of and on behalf of each Company, to employ

the firm of Young Conaway Stargatt & Taylor, LLP as co-counsel to represent and advise the Companies in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance its rights and obligations in connection with the chapter 11 cases; and in connection therewith, the Authorized Persons are hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 cases (and to replenish said retainers as necessary to maintain the same), and cause to be executed and filed an appropriate application with the bankruptcy court for authority to retain the services of Young Conaway Stargatt & Taylor, LLP.

BE IT FURTHER RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized, empowered, and directed, in the name of and on behalf of each Company, to employ Charlie Reeves and Steve Coulombe of Berkeley Research Group, LLC to provide Co-CRO services and assist the Companies in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance its rights and obligations in connection with the chapter 11 cases; and in connection therewith, the Authorized Persons are hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 cases (and to replenish said retainers as necessary to maintain the same), and cause to be executed and filed an appropriate application with the bankruptcy court for authority to retain the services of Charlie Reeves, Steve Coulombe, and certain additional personnel employed by Berkeley Research Group, LLC.

BE IT FURTHER RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized, empowered, and directed, in the name of and on behalf of each Company, to employ the firm of Houlihan Lokey Capital, Inc. as financial advisor and investment banker to represent and assist the Companies in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance its rights and obligations in connection with the chapter 11 cases; and in connection therewith, the Authorized Persons are hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 cases (and to replenish said retainers as necessary to maintain the same), and cause to be executed and filed an appropriate application with the bankruptcy court for authority to retain the services of Houlihan Lokey Capital, Inc.

BE IT FURTHER RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized, empowered, and directed, in the name of and on behalf of each Company, to employ the firm of Omni Agent Solutions as notice, claims, and balloting agent to assist the Companies in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance its rights and obligations in connection with the chapter 11 cases; and in connection therewith, the Authorized Persons are hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 cases (and to replenish said retainers as necessary to maintain the same), and cause to be executed and filed an appropriate application with the bankruptcy court for authority to retain the services of Omni Agent Solutions.

BE IT FURTHER RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized, empowered, and directed, in the name of and on behalf of each Company, to continue the Store Closing Sales; and in connection therewith, the Authorized Persons are hereby authorized, empowered, and directed to pay appropriate retainers prior to and immediately upon the filing of the chapter 11 cases (and to replenish said retainers as necessary to maintain the same)

and cause to be executed and filed an appropriate motion with the bankruptcy court for authority to assume the Consulting Agreement, as applicable.

BE IT FURTHER RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized, empowered, and directed, in the name of and on behalf of each Company, to employ any other professionals, including attorneys, accountants, financial advisors, investment bankers, and tax advisors, necessary to assist the Companies in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Persons are hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 cases, and cause to be executed and filed appropriate applications with the bankruptcy court for authority to retain the services of any other professionals, as necessary.

Other Authorizations and Ratification

BE IT FURTHER RESOLVED, that the Authorized Persons, and any employees or agents (including counsel) designated by or directed by any such officers be, and each of them hereby is, authorized, empowered, and directed, in the name of and on behalf of each Company, to take any and all other actions as they may deem necessary or advisable to, in each Company's capacity as stockholder, shareholder, equity holder, managing member, sole member, general partner, limited partner, or member of any of the Companies to cause such Companies to execute, deliver, and perform any of the actions contemplated with respect to the chapter 11 cases and these Resolutions or the transactions contemplated hereby.

BE IT FURTHER RESOLVED, that all lawful acts, actions, and transactions relating to the matters contemplated by the foregoing Resolutions done by any Authorized Person or any director, employee, legal counsel, or other representative of or advisor to the Companies, in the name and on behalf of the Companies, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these Resolutions were certified, are hereby in all respects approved and ratified.

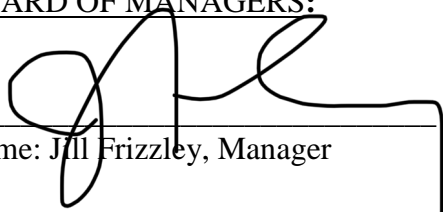
BE IT FURTHER RESOLVED, that this Written Consent may be executed in counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same document.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned have duly executed this written consent as of the date first above written.

INDEPENDENT PET PARTNERS HOLDINGS, LLC:

INDEPENDENT COMMITTEE OF THE
BOARD OF MANAGERS:



Name: Jill Frizzley, Manager

INDEPENDENT PET PARTNERS INTERMEDIATE HOLDINGS I, LLC:

MEMBER:

**INDEPENDENT PET PARTNERS
HOLDINGS, LLC**

By: _____
Name: Julie Maday
Title: Chief Executive Officer

INDEPENDENT PET PARTNERS INTERMEDIATE HOLDINGS II, LLC:

MEMBER:

**INDEPENDENT PET PARTNERS
HOLDINGS I, LLC**

By: _____
Name: Julie Maday
Title: Chief Executive Officer

IN WITNESS WHEREOF, the undersigned have duly executed this written consent as of the date first above written.

INDEPENDENT PET PARTNERS HOLDINGS, LLC:

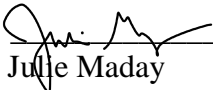
INDEPENDENT COMMITTEE OF THE
BOARD OF MANAGERS:

Name: Jill Frizzley, Manager

INDEPENDENT PET PARTNERS INTERMEDIATE HOLDINGS I, LLC:

MEMBER:

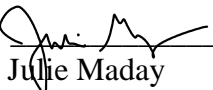
**INDEPENDENT PET PARTNERS
HOLDINGS, LLC**

By: _____
Name: Julie Maday
Title: Chief Executive Officer

INDEPENDENT PET PARTNERS INTERMEDIATE HOLDINGS II, LLC:

MEMBER:

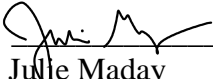
**INDEPENDENT PET PARTNERS
HOLDINGS I, LLC**

By: _____
Name: Julie Maday
Title: Chief Executive Officer

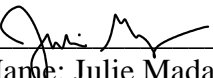
INDEPENDENT PET PARTNERS INTERMEDIATE HOLDINGS, LLC:

MEMBER:

**INDEPENDENT PET PARTNERS
INTERMEDIATE HOLDINGS II, LLC**

By: 
Name: Julie Maday
Title: Chief Executive Officer

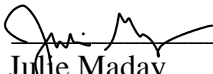
IPP - STORES, LLC:


Name: Julie Maday, Manager

PET LIFE, LLC:

MEMBER:

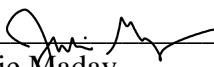
**INDEPENDENT PET PARTNERS
INTERMEDIATE HOLDINGS, LLC**

By: 
Name: Julie Maday
Title: Chief Executive Officer

ESPECIALLY FOR PETS, LLC:

MEMBER:

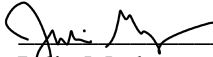
**INDEPENDENT PET PARTNERS
INTERMEDIATE HOLDINGS, LLC**

By: 
Name: Julie Maday
Title: Chief Executive Officer

WHOLE PET CENTRAL, LLC:

MEMBER:

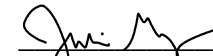
**INDEPENDENT PET PARTNERS
INTERMEDIATE HOLDINGS, LLC**

By: 
Name: Julie Maday
Title: Chief Executive Officer

NATURAL PAWZ, LLC:

MEMBER:

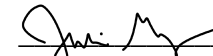
**INDEPENDENT PET PARTNERS
INTERMEDIATE HOLDINGS, LLC**

By: 
Name: Julie Maday
Title: Chief Executive Officer

PET SOURCE, LLC:

MEMBER:

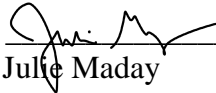
**INDEPENDENT PET PARTNERS
INTERMEDIATE HOLDINGS, LLC**

By: 
Name: Julie Maday
Title: Chief Executive Officer

IPP STORES EMPLOYER, LLC:

MEMBER:

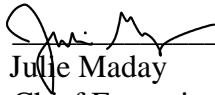
IPP – STORES, LLC

By: 
Name: Julie Maday
Title: Chief Executive Officer

INDEPENDENT PET PARTNERS EMPLOYER HOLDINGS, LLC:

MEMBER:

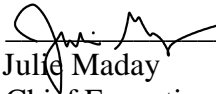
**INDEPENDENT PET PARTNERS
INTERMEDIATE HOLDINGS II, LLC**

By: 
Name: Julie Maday
Title: Chief Executive Officer

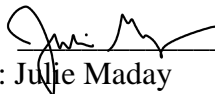
INDEPENDENT PET PARTNERS EMPLOYER, LLC:

MEMBERS:

**INDEPENDENT PET PARTNERS
INTERMEDIATE HOLDINGS II, LLC**

By: 
Name: Julie Maday
Title: Chief Executive Officer

**INDEPENDENT PET PARTNERS
EMPLOYER HOLDINGS, LLC**

By: 
Name: Julie Maday
Title: Chief Executive Officer

Debtor name Independent Pet Partners Holdings, LLC , et al.**UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE**

Case No. (If known) _____

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 ADMC 7900 97th St S Cottage Grove, MN 55016	ADMC Tel: 651-451-1349 Email: Accounts.Receivable@admcmn.com	Trade Debts				\$4,088,689.73
2 Pet Food Experts P.O. Box 8 Pawtucket, RI 02862	Pet Food Experts Tel: 800-637-7338 ext 3012 Email: receivables@petfoodexperts.com	Trade Debts				\$3,095,051.93
3 Supreme Pet Supplies P.O. Box 22629 Houston, TX 77227	Supreme Pet Supplies Tel: 713-688-4530 Email: dmarx@supremepet.com	Trade Debts				\$674,714.41
4 Tuffy's Pet Foods, Inc 145 1st Ave N Perham, MN 56573	Tuffy's Pet Foods, Inc Tel: 218-346-7500 Email: bschepper@klfamilybrands.com	Trade Debts				\$361,580.83
5 Tall Tails 172 S Broadway White Plains, NY 10605	Tall Tails Tel: 937-222-2132 ext 2 Email: talltails@3tbrands.com	Trade Debts				\$298,605.63
6 General Pet Supply 7711 N 81st St P.O. Box 245031 Milwaukee, WI 53224-9531	General Pet Supply Tel: 800-233-4738 Email: arcontact@generalpet.com	Trade Debts				\$275,157.06

Debtor name **Independent Pet Partners Holdings, LLC**

Case No. (If known) _____

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
7 Hill's Pet Nutrition P.O. Box 842257 Dallas, TX 75284	Hill's Pet Nutrition Tel: 800-255-2403 ext 2139 Email: Cash_Application@Hillspet.com	Trade Debts				\$250,331.72
8 Newco 10700 7th St Rancho Cucamonga, CA 91729	Newco Tel: 909-291-2240 Email: ar@newcodistributors.com	Trade Debts				\$230,241.31
9 Deloitte & Touche P.O. Box 844708 Dallas, TX 75284	Deloitte & Touche Email: deloittepayments@deloitte.com	Professional Services				\$228,900.00
10 Pet Palette 1332 Londontown Blvd, Ste 230 Sykesville, MD 21784	Pet Palette Tel: 410-795-4444 Email: Accounting@petpalette.com	Trade Debts				\$216,952.51
11 ServiceChannel.com Inc P.O. Box 7410571 Chicago, IL 60674	ServiceChannel.com Inc Tel: 718-484-1046 Email: ar@servicechannel.com	Trade Debts				\$151,018.89
12 Midwest Distributors 1195 Atlantic Dr West Chicago, IL 60185	Midwest Distributors Tel: 630-876-8990 Email: cindi@midwestpet.com	Trade Debts				\$136,827.62
13 Zeigler's Distribution, Inc 27 Lebanon Valley Pkwy Lebanon, PA 17042	Zeigler's Distribution, Inc Tel: 800-282-9200 Email: accounting@zeiglersdist.com	Trade Debts				\$131,322.87

Debtor name **Independent Pet Partners Holdings, LLC**

Case No. (If known) _____

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
14 Central Pet (East) 401 Cabot Dr, Ste A Hamilton, MA 01775	Central Pet (East) Tel: 212-210-4112 Email: cashapp@central.com	Trade Debts				\$120,268.06
15 Chasing Our Tails P.O. Box 368 Walnut Grove, MN 56180	Chasing Our Tails Email: Steve@chasingourtails.com	Trade Debts				\$120,045.37
16 Phillips Pet Food & Supplies - Phido 3747 Hecktown Rd Easton, PA 18045	Phillips Pet Food & Supplies - Phido Email: payments@phillipspet.com	Trade Debts				\$102,948.83
17 University of Denver 2199 S University Blvd Denver, CO 80210	University of Denver	Trade Debts				\$91,663.00
18 Westerns 106 S Broadway P.O. Box 38 La Salle, MN 56056	Westerns Tel: 507-327-7843 Email: jadestaus@gmail.com	Trade Debts				\$85,841.00
19 Central Pet (West) 401 Cabot Dr, Ste A Hamilton, MA 01775	Central Pet (West) Tel: 212-210-4112 Email: cashapp@central.com	Trade Debts				\$82,274.45
20 Uber Technologies Inc 1455 Market St, 4th Fl San Francisco, CA 94103	Uber Technologies Inc Email: remittance@uber.com	Trade Debts				\$82,047.47

Debtor name **Independent Pet Partners Holdings, LLC**

Case No. (If known) _____

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
21 Aramark (28050) Aus North Lockbox P.O. Box 28050 New York, NY 10087-8050	Aramark (28050) Email: AUS_RemitInfo@uniform.aramark.com	Trade Debts				\$74,290.13
22 American Express Credit Card P.O. Box 0001 Los Angeles, CA 90096-8000	American Express Credit Card Email: cpc.rec.group@aexp.com	Trade Debts				\$73,969.66
23 Buxton 2651 S Polaris Dr Ft Worth, TX 76137	Buxton Email: accountsreceivable@buxtonco.com	Trade Debts				\$69,390.26
24 Innovative Office Solutions Lockbox, Apt 131434 P.O. Box 1414 Minneapolis, MN 55480	Innovative Office Solutions Email: ar@innovativeos.com	Trade Debts				\$62,632.90
25 KWI 2200 Northern Blvd, Ste 102 Greenvale, NY 11548	KWI Email: ACCOUNTSRECEIVABLE@KWI.COM	Trade Debts				\$61,252.00
26 Wild Meadow Farms LLC 1080 Enterprise Ct, Ste C Nokomis, FL 34275	Wild Meadow Farms LLC Email: Dawn@Wildmeadowfarms.com	Trade Debts				\$47,465.61
27 RC Pet Products 550 E Kent Ave S Vancouver, BC V5X 4V6 Canada	RC Pet Products Email: eft@rcpets.com	Trade Debts				\$44,701.22

Debtor name Independent Pet Partners Holdings, LLC

Case No. (If known) _____

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
28 Xcel Energy P.O. Box 9477 Minneapolis, MN 55484	Xcel Energy Tel: 800-481-4700	Trade Debts				\$43,867.20
29 Preppy Puppy 2380 Cranberry Hwy, Unit 3 W Wareham, MA 02576	Preppy Puppy Email: bwoodis@Preppypuppy.net	Trade Debts				\$40,611.03
30 Front Row Digital 7840 Computer Ave Minneapolis, MN 55435	Front Row Digital Email: DigitalAR@teamfrontrow.com	Trade Debts				\$39,933.56

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
INDEPENDENT PET PARTNERS)	
HOLDINGS, LLC, <i>et al.</i> , ¹)	Case No. 23-_____ (____)
)	
Debtors.)	(Joint Administration Requested)
)	

**CONSOLIDATED CORPORATE OWNERSHIP
STATEMENT AND LIST OF EQUITY SECURITY HOLDERS**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtors and debtors in possession (each, a “Debtor”) hereby state as follows:

1. A list of the equity interest holders of Debtor Independent Pet Partners Holdings, LLC, along with the nature of their equity interests, is attached hereto as **Exhibit A**.
2. Debtor Independent Pet Partners Intermediate Holdings I, LLC, whose address is 8450 City Centre Dr., Woodbury, MN 55125, is 100% owned by Debtor Independent Pet Partners Holdings, LLC, whose address is also 8450 City Centre Dr., Woodbury, MN 55125.
3. Debtor Independent Pet Partners Intermediate Holdings II, LLC, whose address is 8450 City Centre Dr., Woodbury, MN 55125, is 100% owned by Debtor Independent Pet Partners Intermediate Holdings I, LLC.
4. Debtors Independent Pet Partners Employer Holdings, LLC and Independent Pet Partners Intermediate Holdings, LLC, whose address is 8450 City Centre Dr.,

¹ The Debtors in these chapter 11 cases, along with each Debtor’s federal tax identification number, are: Independent Pet Partners Holdings, LLC (5913), Independent Pet Partners Intermediate Holdings I, LLC (4827), Independent Pet Partners Intermediate Holdings II, LLC (7550), Independent Pet Partners Employer Holdings, LLC (6785), Independent Pet Partners Employer, LLC (7531), Independent Pet Partners Intermediate Holdings, LLC (8793), IPP - Stores, LLC (6147), IPP Stores Employer, LLC (0847), Especially For Pets, LLC (6801), Pet Life, LLC (3420), Whole Pet Central, LLC (7833), Natural Pawz, LLC (5615), and Pet Source, LLC (1905). The corporate headquarters and the mailing address for the Debtors is 8450 City Centre Dr., Woodbury, MN 55125.

Woodbury, MN 55125, are each 100% owned by Debtor Independent Pet Partners Intermediate Holdings II, LLC.

5. Debtor Independent Pet Partners Employer, LLC, whose address is 8450 City Centre Dr., Woodbury, MN 55125, is 99% owned by Debtor Independent Pet Partners Intermediate Holdings II, LLC and 1% owned by Debtor Independent Pet Partners Employer Holdings, LLC.

6. The following Debtors, each of whose address is 8450 City Centre Dr., Woodbury, MN 55125, are 100% owned by Debtor Independent Pet Partners Intermediate Holdings, LLC:

- a. IPP – Stores, LLC
- b. Pet Life, LLC
- c. Especially for Pets, LLC
- d. Whole Pet Central, LLC
- e. Natural Pawz, LLC
- f. Pet Source, LLC

7. Debtor IPP Stores Employer, LLC, whose address is 8450 City Centre Dr., Woodbury, MN 55125, is 100% owned by Debtor IPP Stores, LLC.

EXHIBIT AList of Independent Pet Partners Holdings, LLC's Equity Interest Holders¹

Equity Holder	Number and Nature of Interests²
TGP Independent Pet Partners, L.P. 301 Commerce Street, Suite 3300 Fort Worth, TX 76102	Class B Preferred Units – 20,000,000 Class A Preferred Units – 130,390,616
Cold Nose Acquisition Partners LLC 8450 City Centre Drive Woodbury, MN 55125	Class B Preferred Units – 1,008,403 Class A Preferred Units – 7,134,926
Michael Foss	Class A Preferred Units – 1,228,666 Class P Profits Units – 750,000
Michael DiTullio	Class A Preferred Units – 1,228,666 Class P Profits Units – 250,000
Rivan Pty Limited (as trustee for the David Gordon Superannuation Fund) Baskin Clark Level 14, Tower 12 101 Grafton St Bondi Junction, Sydney, AS NSW 2022, Australia	Class A Preferred Units – 1,007,687.82

¹ This list serves as the disclosure required to be made by the Debtors pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the Debtors' chapter 11 cases.

² In addition to the classes of interests listed herein, the company maintains a program through which certain employees and other service providers are awarded, subject to various vesting terms, profit-based equity interests ("Profits Units") in Debtor Independent Pet Partners Holdings, LLC in exchange for services provided (or anticipated to be provided) to or for the benefit of the Debtors. The inclusion of a holder of Profits Units on this list indicates that the holder holds 10% or more of the Profits Units in one or more classes of Profits Units. However, the holder may not hold 10% or more of the Profits Units in each class listed.

Notwithstanding the inclusion of a holder of Profits Units on this list, the Profits Units specified herein may not have yet vested in the unitholder. The inclusion of any Profits Units in this list shall not be considered a statement by the Debtors that the Profits Units have vested in the individual holder of the Profits Units, and the terms of any agreement governing vesting of the Profits Units shall continue to govern whether the Profits Units have vested.

Equity Holder	Number and Nature of Interests ²
Melissa and Richard Karam	Class A Preferred Units – 491,466
Main Street Equity Interests, Inc. 1300 Post Oak Blvd., Suite 800 Houston, TX 77056	Class C Preferred Units – 4,102,735.55 Class B-2 Preferred Units - 4,102,735.55 Class A Preferred Units – 1,558,333.33
MSC Equity Holdings, LLC (f/k/a HMS Equity Holdings, LLC) 2800 Post Oak Blvd., Suite 800 Houston, TX 77056	Class C Preferred Units – 3,137,385.99 Class B-2 Preferred Units – 3,137,386 Class A Preferred Units – 1,191,666.67 Warrants – 185,757
34th Street Funding, LLC 3 Park Avenue, 36th Floor New York, NY 10016	Class C Preferred Units – 2,356,443.70 Class B-2 Preferred Units – 2,356,443.70
Main Street Capital Corporation 1300 Post Oak Blvd., Suite 800 Houston, TX 77056	Warrants – 242,913.73
NCP III Aggregator, L.P. 3693 Maple Avenue, Suite 100 Dallas, TX 75219	Class C Preferred Units – 7,953,854.75 Class B-2 Preferred Units – 7,953,854.76 Class B Preferred Units – 460,155.81 Class A Preferred Units – 3,000,000 Warrants – 481,979

Equity Holder	Number and Nature of Interests ²
CION Investment Corporation 3 Park Avenue, 36th Floor New York, NY 10016	Class C Preferred Units – 276,327.77 Class B-2 Preferred Units – 276,327.78 Class A Preferred Units – 1,000,000 Warrants – 155,880.27
Ken Grouf	Class A Preferred Units – 1,300,000
Grouf GST Trust 533 23 rd Street Santa Monica, CA 90402	Class A Preferred Units – 300,000
Bradley A. Kriser Trust dated July 1, 1989	Class A Preferred Units – 1,138,335
Matthew N. Kriser	Class A Preferred Units – 271,032
Daniel C. Kriser Trust DTD 11/8/2006	Class A Preferred Units – 271,032
Jeffrey David	Class P-A Profits Units – 2,803,272 Class P-B Profits Units – 230,000 Class P-C Profits Units – 103,000
Tricia Nichols	Class P Profits Units – 250,000 Class P-A Profits Units – 1,325,000 Class P-B Profits Units – 185,000 Class P-C Profits Units – 850,000
Brian Murphy	Class P Profits Units – 1,000,000 Class P-A Profits Units – 1,725,000 Class P-B Profits Units – 415,000 Class P-C Profits Units – 190,000

Equity Holder	Number and Nature of Interests ²
Julie Maday	Class P Profits Units – 950,000 Class P-A Profits Units – 1,300,000 Class P-B Profits Units – 372,000 Class P-C Profits Units – 169,000

Fill in this information to identify the case and this filing:

Debtor Name Independent Pet Partners Holdings, LLC

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement and List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 02/05/2023
MM / DD / YYYY

X/s/ Stephen Coulombe

Signature of individual signing on behalf of debtor

Stephen Coulombe

Printed name

Co-Chief Restructuring Officer

Position or relationship to debtor